



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECORDED 102416392 TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sunoco, Inc. (R&M)

4-7-03

- Individual(s) Association General Partnership Limited Partnership Corporation-State Pennsylvania Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 3/31/03

2. Name and address of receiving party(ies)

Name: Sunmarks, Inc. Internal Address:

Street Address: P.O. Box 398 City: Claymont State: DE Zip: 19703-0398

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 739,191 880,085

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mindy Ellis Schwartz

Internal Address: Pepper Hamilton LLP 3000 Two Logan Square

Street Address: 18th and Arch Streets

City: Phila. State: PA Zip: 19103-2799

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 16-1322

DO NOT USE THIS SPACE

9. Signature.

Mindy Ellis Schwartz Name of Person Signing

Mindy Ellis Schwartz Signature

April 7, 2003 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

04/10/2003 LMUELLER 00000213 161322 739191

01 FC:8521 40.00 CH 02 FC:8522 25.00 CH

ASSIGNMENT OF UNITED STATES TRADEMARKS

THIS ASSIGNMENT AGREEMENT is made as of the 31st day of March 2003, between Sunoco, Inc. (R & M), a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, having its principal place of business at 1801 Market Street, Philadelphia, Pennsylvania 19103-1699 (“Assignor”) and Sunmarks, Inc., a corporation organized and existing under the laws of the State of Delaware, having its principal place of business at P.O. 398, Claymont, Delaware 19703-0398 (“Assignee”).

W I T N E S S E T H

WHEREAS, Assignor owns the trademarks listed in Schedule A (hereinafter the “Trademarks”);

WHEREAS, Assignor desires to assign the Assignee all of Assignor’s right, title and interest in and to the Trademarks and the goodwill associated therewith;

WHEREAS, Assignee desires to acquire and accept all of Assignor’s right, title and interest in and to the Trademarks and the goodwill associated therewith.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

1. Assignment. Assignor hereby assigns, transfers and conveys to Assignee, and Assignee hereby accepts, all of Assignor’s right, title and interest in and to the Trademarks, together with the goodwill of the business which is symbolized by the Trademarks and the right to sue and recover any damages and profits and all other remedies for future infringements thereof.

2. Miscellaneous.

a. Controlling Law. This Assignment Agreement and all questions relating to its validity, interpretation, performance and enforcement shall be governed and construed in accordance with the laws of the Commonwealth of Pennsylvania.

b. Binding Nature of Agreement. This Assignment Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Assignment Agreement as of the date first written above.

SUNOCO, INC. (R & M)

By: *Eric C. Gerner*
Eric C. Gerner, Assistant Secretary
Vice President and

Sworn to and subscribed
before me this 31st day of
March 2003.

Jean M. Jones
Notary Public

Notarial Seal
Jean M. Jones, Notary Public
City of Philadelphia, Philadelphia County
My Commission Expires Aug. 13, 2005
Member, Pennsylvania Association of Notaries

SUNMARKS, INC.

By: *Katria N. Kowal*
Katria N. Kowal, Assistant Secretary
and Assistant Treasurer

Sworn to and subscribed
before me this 31st day of
March 2003.

Jean M. Jones
Notary Public

Notarial Seal
Jean M. Jones, Notary Public
City of Philadelphia, Philadelphia County
My Commission Expires Aug. 13, 2005
Member, Pennsylvania Association of Notaries

SCHEDULE A

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
STOP-N-GO FOODS and Design	739,191	10/9/62
STOP-N-GO	880,085	11/4/69